

RECORDATION NO. 12867-O FILED 1425

DONELAN, CLEARY, WOOD & MASER, P.C. APR 23 1996 -11 45 AM

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INTERSTATE COMMERCE COMMISSION

OFFICE: (202) 371-9500

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April 23, 1996

Recordation No. 12867-O

RECEIVED
SURFACE TRANSPORTATION
BOARD
APR 23 11 38 AM '96

Dear Mr. Williams:

On behalf of Bankers Trust Company, as Loan Trustee, I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of a secondary document, not previously recorded, entitled Satisfaction and Release, ("Release"), dated as of February 5, 1996.

The party to the enclosed Release is:

Bankers Trust Company,
as Loan Trustee
Four Albany Street
New York, NY 10006

— RELEASING PARTY

The said Release is a full release of all right, title and interest of Bankers Trust Company, as Loan Trustee, in, to and under that certain Indenture of Trust, Security Agreement and Chattel Mortgage, as amended, ("Indenture") dated as of February 2, 1981, filed and recorded with the Interstate Commerce Commission (now Surface Transportation Board) under Recordation No. 12867 and the Release should be recorded under the next available letter under Recordation No. 12867, which we believe is -O.

The equipment covered by the enclosed Release is all equipment covered by the aforesaid Indenture.

A short summary of the Release to appear in the Surface Transportation Board Index is as follows:

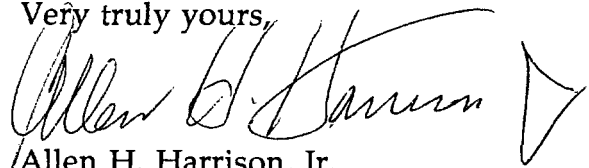
"Full Release"

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Counterparts - A. H. Harman

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to read "Allen H. Harrison, Jr.", with a large, stylized flourish at the end.

Allen H. Harrison, Jr.
Attorney for Bankers Trust Company,
as Loan Trustee, for the purpose of
this filing.

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures

BY-HAND

8332-020

12867-0
REGISTRATION NO.

APR 23 1996 -11 45 AM

INTERSTATE COMMERCE COMMISSION

SATISFACTION AND RELEASE dated as of February 5, 1996, by Bankers Trust Company, as Loan Trustee (the "Loan Trustee").

WITNESSETH:

WHEREAS, the Loan Trustee and United States Trust Company of New York, as Owner Trustee (the "Owner Trustee") under an Amended and Restated Trust Agreement dated as of February 2, 1981, with General Electric Capital Corporation (formerly known as General Electric Credit Corporation) entered into an Indenture of Trust, Security Agreement and Chattel Mortgage dated as of February 2, 1981 (the "Original Indenture"), as amended by Amendment No. 1 dated as of March 2, 1981, by Amendment No. 2 dated as of December 1, 1982, by Amendment No. 3 dated as of January 2, 1984, by Amendment No. 4 dated as of January 14, 1984, by Amendment No. 5 dated as of January 15, 1986, by Amendment No. 6 dated as of January 12, 1987, by Amendment No. 7 dated as of January 25, 1988, by Amendment No. 8 dated as of March 1, 1989, by Amendment No. 9 dated as of January 15, 1990, by Amendment No. 10 dated as of January 16, 1991, by Amendment No. 11 dated as of January 23, 1992, by Amendment No. 12 dated as of February 4, 1993, by Amendment No. 13 dated as of May 1, 1994 and by Amendment No. 14 dated as of January 31, 1994 (the Original Indenture as so amended being hereinafter referred to as the "Indenture") covering certain Leased Property (as defined in the Indenture).

WHEREAS, the Original Indenture was filed and recorded with the Interstate Commerce Commission ("ICC") on February 5, 1981 and assigned Recordation No. 12867;

WHEREAS, the Loan Trustee desires to execute this Instrument to evidence for public records the satisfaction and release of the obligations of the Owner Trustee under the Indenture.

NOW THEREFORE, in consideration of the premises and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the Loan Trustee, subject to the terms and conditions of the Indenture, does hereby (a) acknowledge the satisfaction and release of all the covenants, obligations and liens of the Owner Trustee under the Indenture and (b) transfer, convey, assign, and release to the Owner Trustee all the right, title and interest of the Loan Trustee in and to the Leased Property.

The Loan Trustee disclaims any representation or warranty with respect to the Leased Property or the title thereto.

The Owner Trustee will cause this Instrument to be filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301, and will furnish a recorded counterpart thereof to the Loan Trustee.

IN WITNESS WHEREOF, the Loan Trustee has caused this Instrument to be signed in its corporate name and attested by its duly authorized officers as of the day and year first above written.

[Corporate Seal]

ATTEST:

Joanna Kaufman
Title: Vice President

BANKERS TRUST COMPANY,
as Loan Trustee

By: *Kevin Weeks*
Title: ASSISTANT TREASURER

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 18TH day of April, 1996, before me personally appeared, KEVIN WEEKS, to me personally known who, being by me duly sworn, says that (s)he is ASSISTANT TREASURER of BANKERS TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Margaret Bereza
Notary Public

My commission expires:

MARGARET BEREZA
Notary Public, State of New York
No. 31-5023900
Qualified in New York County
Commission Expires 7/22/98